

APPROVED  
by decision of the Board of Directors  
of  
PJSC Moscow United Electric Grid  
Company  
dated August 30, 2019  
(Minutes No. 397  
dated September 2, 2019)

PROVISION  
ON THE STRATEGY COMMITTEE OF THE BOARD OF  
DIRECTORS of  
PJSC Moscow United Electric Grid Company

Moscow  
2019

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## **1. GENERAL PROVISIONS**

1.1. The Provision on the Strategy Committee of the Board of Directors of PJSC Moscow United Electric Grid Company (hereinafter - the Provision) defines the main objectives of the activity, competence and authority of the Strategy Committee (hereinafter - the Committee) of the Board of Directors of PJSC Moscow United Electric Grid Company (hereinafter - the Company), as well as the procedure of its formation and work.

1.2. The Committee is a collegial deliberative body created by decision of the Board of Directors of the Company in order to ensure the effective work of the Board of Directors of the Company in resolving issues within its competence, and to increase the efficiency of the Company as a whole in the long run.

1.3. The task of the Committee is to draft and submit recommendations (opinions) to the Board of Directors of the Company on areas of activities of the Board of Directors that are within the competence of the Committee, in particular: strategic development and priority areas of operation, innovative development, organization of business processes, business planning, dividend policy, risk management, assessment of the performance of the Company and its subsidiaries, as well as other tasks and areas defined by the Corporate Governance Code recommended for use by the letter of the Bank of Russia No. 06-52/2463 "On the Corporate Governance Code" dated 04.10.2014.

1.4. The decisions of the Committee are of a recommendatory nature for the Board of Directors of the Company.

1.5. The Committee is not an administrative body of the Company and may not act on behalf of the Company.

1.6. The Committee provides the Board of Directors with an annual report on the activities plan, as well as a report on its activities at any time at the request of the Board of Directors of the Company.

1.7. In carrying out its activities, the Committee is guided by the laws of the Russian Federation, the Charter of the Company, the Provision on the Board of Directors of the Company, this Provision and other internal documents of the Company as well as the Corporate Governance Code, recommended for use by letter of the Bank of Russia No. 06-52/2463 "On the Corporate Governance Code" dated 04.10.2014.

## **2. COMPETENCE OF THE COMMITTEE**

2.1. The activities of the Committee are carried out in accordance with the competence defined by the Provision.

2.2. The competence of the Committee includes preliminary consideration, analysis, and elaboration of recommendations (opinions) on the following issues of competence of the Board of Directors of the Company:

1) on identifying priority areas of the Company's activities including approval of the Company's development strategy, the Company's innovative development program and reports on their implementation;

2) submitting for decision of the General Meeting of shareholders of the Company the questions on:

- on corporate restructuring;
- on increasing the authorized capital of the Company by increasing the nominal value of shares or by placing additional shares;
- on reducing the authorized capital of the Company by reducing the nominal value of shares;
- on splitting and consolidation of shares of the Company;
- on the placement by the Company of bonds convertible into shares and other equity securities convertible into shares of the Company;
- on consent to conclude or on subsequent approval of transactions in cases provided for by Article 83 of the Federal Law "On Joint-Stock Companies";
- on consent to conclude or on subsequent approval of major transactions in cases provided for by Article 79 of the Federal Law "On Joint-Stock Companies";
- on participation in financial and industrial groups, associations and other unions of commercial organizations;

3) the acquisition of shares, bonds and other securities placed by the Company in cases

provided for by the Federal Law "On Joint-Stock Companies" or other federal laws;

4) the alienation (realization) of the shares of the Company received by the Company as a result of their acquisition or redemption from the shareholders of the Company, as well as in other cases provided for by the Federal Law "On Joint-Stock Companies";

5) recommendations on the rate of the dividend of shares and the procedure for its payment;

6) approval of internal documents of the Company determining the procedure for the formation and use of the funds of the Company;

7) making decisions on the use of the funds of the Company; approval of estimates of the use of funds for special-purpose funds and consideration of the results of the implementation of estimates of the use of funds for special-purpose funds;

8) approval of a business plan (adjusted business plan) and review of a quarterly report on the implementation of the business plan (for the first quarter, first half-year, nine months, the reporting year);

9) on approval of the investment program, including amendments to it and a quarterly report on the results of its implementation (for the first quarter, first half, nine months, reporting year);

10) establishment of branches and representative offices of the Company, their dissolution;

11) on the participation of the Company in other organizations (including the approval of constituent documents and candidates for the governing bodies of newly created organizations), as well as changes in the share of participation (number of shares, size of shares), encumbrance of shares and termination of the Company's participation in other organizations, with the exception of decisions on participation within the competence of the General Meeting of shareholders of the Company;

12) consent to the conclusion or subsequent approval of major transactions in cases provided for by Chapter X of the Federal Law "On Joint-Stock Companies";

13) determination of the position of the Company (representatives of the Company), including instructions to vote or not to vote on agenda items, vote on draft decisions "for", "against" or "abstained", on agenda items of general meetings of shareholders (participants) of subsidiaries and affiliates (hereinafter - SAA), and meetings of the boards of directors of SAA on restructuring and dissolution of SAA;

14) approval of the methodology for calculating and assessing the implementation of key performance indicators (KPIs) of the General Director of the Company, their target values (adjusted values) and reports on the results of their implementation;

15) apply for a listing of the shares of the Company and (or) equity securities of the Company convertible into shares of the Company;

16) risk assessment, as well as establishing an acceptable degree of risk for the Company;

17) annual consideration of issues of the company, functioning, and effectiveness of risk management systems in the Company;

18) monitoring compliance of the activities of the executive bodies of the Company with the strategy approved by the Company; hearing reports of the General Director and members of the Management Board of the Company on the implementation of the strategy approved by the Company;

19) on recommendations regarding the voluntary or mandatory offer received by the Company to acquire the securities of the Company;

20) approval by the Board of Directors of the Company of internal documents regulating the target areas of the Committee's activities stipulated by clause 1.3 of the Provision;

21) consideration of other issues related to the target areas of the Committee's activities stipulated by clause 1.3 of the Provision and issues stipulated by individual instructions of the Board of Directors of the Company.

### **3. THE COMPOSITION OF THE COMMITTEE AND THE PROCEDURE OF ITS FORMATION**

3.1. The quantitative composition of the Committee is determined by the decision of the Board of Directors of the Company and may not be less than 5 (five) and more than 11 (eleven) people.

3.2. The staff of the Committee is elected by the Board of Directors of the Company from among candidates nominated by members of the Board of Directors of the Company. The candidates who receive the highest number of votes from the members of the Company's Board of Directors are considered to be elected to the Committee.

3.3. Each member of the Board of Directors of the Company has the right to propose no more than 2 (two) candidates for election to the Committee.

3.4. Members of the Committee can only be individuals. A member of the Committee may not be a member of the Board of Directors of the Company. The target number of members of the Board of Directors in the Committee is at least 3 (three) people.

3.5. Proposals by members of the Board of Directors of the Company to nominate candidates for election to the Committee shall be submitted to the Chairman of the Board of Directors of the Company in writing no later than 5 (five) calendar days before the date of the meeting of the Board of Directors (expiration of the deadline for receipt of questionnaires for absentee voting) whose agenda includes the item of electing members of the Committee. A proposal to nominate candidates to the Committee shall be signed by the member of the Board of Directors of the Company who submitted the proposal.

3.6. When nominating candidates for election to the Committee, the written consent of the nominated candidate and the following information about him must be attached to the proposal of the member of the Board of Directors:

- 1) the full name of the candidate;
- 2) place of work and position of the candidate at the time of sending the proposal;
- 3) information about the education of the candidate;
- 4) contact details of the candidate.

A proposal by a member of the Board of Directors of the Company to nominate candidates to the Committee may contain additional information for assessing the professional qualities of candidates.

3.7. When electing members of the Committee, their education, qualification, professional background in the field of the Committee's activities and other special knowledge necessary to be a member of the Committee to exercise their powers should be taken into account.

3.8. Members of the Committee are elected for a period until the next composition of the Committee is elected. The election of the next composition of the Committee shall be held no later than 45 (forty-five) calendar days after the annual General Meeting of shareholders of the Company.

3.9. The powers of any member of the Committee may be prematurely terminated by the decision of the Board of Directors of the Company.

3.10. The Chairman of the Committee, as well as members of the Committee, may resign by sending a notice in writing to the Chairman of the Board of Directors of the Company and the Chairman of the Committee.

3.11. If the number of members of the Committee becomes less than the quorum of the Provision for holding meetings of the Committee, the Chairman of the Board of Directors must convene an extraordinary meeting of the Board of Directors of the Company to elect members of the Committee or include in the agenda of the next scheduled meeting of the Board of Directors of the Company the item on the election of members of the Committee.

#### **4. RIGHTS AND OBLIGATIONS OF THE COMMITTEE AND ITS MEMBERS**

4.1. In order to achieve the goals of the Committee's activities stipulated by the Provision, the Committee is entitled to:

- 1) conduct investigation into issues within the competence of the Committee;
- 2) request and receive information and documents necessary for the implementation of its activities from the executive bodies of the Company, as well as request, through the Chairman of the Board of Directors or the General Director of the Company, information from third-party companies;
- 3) receive professional services from third-party companies or recruit (including, on a contractual basis) third parties as experts (consultants) who possess special knowledge on issues within the competence of the Committee, within the budget of the Committee and taking into account compliance with the requirements of documents, regulating the procurement activities of the Company. Contracts with persons recruited by the Committee for the provision of advisory services are concluded on the basis of the decision of the Committee by an authorized official of the Company on the proposal of the Chairman of the Committee, or by the Chairman of the Committee on the basis of a power of attorney issued by the General Director of the Company;
- 4) make suggestions and give recommendations to the Board of Directors of the Company on all issues referred to the competence of the Committee by this Provision;
- 5) elaborate and submit for consideration of the Board of Directors of the Company draft

amendments and additions to this Provision;

6) carry out other actions aimed at achieving the goals of the Committee.

4.2. In order to achieve the goals of the Committee's activities stipulated by the Provision, the Committee is obliged to:

1) provide the Board of Directors with cost-effective and legally sound recommendations (opinions) on issues within the competence of the Committee;

2) timely inform the Board of Directors of the Company about the risks to which the Company is exposed.

4.3. Members of the Committee, within the competence of the Committee, are entitled to:

1) request documents and information from the executive bodies of the Company (the request is made in writing, signed by the Chairman of the Committee) necessary for making decisions on the issues within the competence of the Committee;

2) make written proposals on the formation of the activities plan of the Committee;

3) add questions to the agenda of meetings of the Committee in the manner established by the Provision;

4) request the convening of a meeting of the Committee;

5) exercise other rights provided for by the Provision.

4.4. Committee members are obliged to:

1) familiarize themselves with the materials for the meeting of the Committee and articulate their own position on each item on the agenda of the meeting;

2) act in the interests of the Company, exercise their rights and fulfill obligations in relation to the Company in good faith and reasonably, comply with the requirements of the legislation of the Russian Federation, the Charter and internal documents of the Company;

3) comply with confidentiality requirements, do not disclose information about the Company that constitutes commercial and/or official secret.

## **5. CHAIRMAN OF THE COMMITTEE**

5.1. The Chairman of the Committee presides the Committee and controls its activities.

5.2. The Chairman of the Committee is elected by the Board of Directors of the Company from among the elected members of the Committee by a majority vote of members of the Board of Directors of the Company participating in the meeting of the Board of Directors.

5.3. The Board of Directors of the Company is entitled to re-elect the Chairman of the Committee at any time.

5.4. In the absence of the Chairman of the Committee, his duties are performed by the Deputy Chairman of the Committee. The Deputy Chairman of the Committee is elected by the members of the Committee from among them by a majority of votes of the total number of elected members of the Committee.

5.5. Chairman of the Committee:

1) convenes and chairs meetings of the Committee;

2) determines the format of the meeting and approves the agenda of the Committee meetings;

3) determines the list of persons who participate in in-person meetings of the Committee.

An invitation to an in-person meeting of the Committee of officers and/or employees of the Company is carried out by sending an appropriate notice to the Director General of the Company. The General Director of the Company is obliged to ensure the participation of invited officers and/or employees of the Company or other persons who have the authority, information and qualifications for effective participation in the meeting of the Committee.

4) organizes the conduct of the minutes of meetings of the Committee and signs the minutes of meetings of the Committee;

5) represents the Committee when interacting with the Board of Directors of the Company, other Committees of the Board of Directors, the executive bodies of the Company, the Auditor, the Audit Commission of the Company and other bodies and persons;

6) carries out official correspondence on behalf of the Committee, signs requests, letters and documents on behalf of the Committee;

7) distributes duties among members of the Committee;

8) submits the Committee's activities plan for approval to the Committee, monitors the

implementation of decisions and activities plans of the Committee;

9) ensures compliance with the requirements of the legislation of the Russian Federation, the Charter and internal documents of the Company, in the course of the Committee's activities;

10) performs other functions stipulated by the legislation of the Russian Federation, the Charter and internal documents of the Company.

## **6. SECRETARY OF THE COMMITTEE**

6.1. Functions of the Secretary of the Committee are performed by the Corporate Secretary of the Company, unless otherwise provided by the decision of the Committee. If the Committee decides to elect another person as the Secretary of the Committee, he or she shall be elected by a majority vote of the total number of elected members of the Committee. If the candidate for the position is an employee of the Company, his candidacy shall be agreed upon by the General Director of the Company.

6.2. The Secretary of the Committee provides technical (information, documentary, protocol, secretarial) support for the current activities of the Committee, including:

1) preparation and holding of meetings of the Committee;

2) collects and arranges materials for meetings;

3) ensures timely sending notifications of the Committee meetings, agenda of meetings, materials on agenda items and questionnaires to the Committee members and persons invited to participate in the Committee meeting;

4) provides minutes of meetings, organizes the preparation of draft decisions of the Committee;

5) keeps records of correspondence addressed to the Committee and/or Committee Members (including requests, demands, petitions), ensures that members of the Committee receive the necessary information;

6) provides storage of minutes of meetings of the Committee and other documents and materials related to the activities of the Committee in accordance with the procedures for storage of documents adopted by the Company;

7) fulfills instructions of the Chairman of the Committee within the powers of the Chairman of the Committee;

8) certifies extracts from the minutes of the Committee meetings;

9) performs other functions in accordance with the Provision.

## **7. PROCEDURE FOR PREPARING AND HOLDING COMMITTEE MEETINGS**

7.1. Meetings of the Committee are convened by the Chairman of the Committee in accordance with the activities plan approved at a meeting of the Committee (scheduled meetings), as well as in other cases provided for in the Provision (extraordinary meetings).

7.2. The activities plan of the Committee is shaped by the Chairman of the Committee taking into account the approved activities plan of the Board of Directors of the Company and the proposals of the Chairman of the Board of Directors of the Company, members of the Committee and decisions of the Board of Directors of the Company.

7.3. The activities plan of the Committee is approved at a meeting of the Committee following the meeting of the Board of Directors of the Company, at which the activities plan of the Board of Directors of the Company was approved.

7.4. When convening a meeting of the Committee, the Chairman of the Committee determines the date, time, place and form of the meeting, the agenda, as well as a list of persons to participate in the in-person meeting of the Committee.

7.5. The agenda of the scheduled meeting is shaped by the Chairman of the Committee in accordance with the approved activities plan of the Committee, decisions of the Board of Directors of the Company and proposals of the Chairman of the Board of Directors.

7.6. Members of the Committee may make proposals on the items of the agenda of a meeting of the Committee.

7.7. The Chairman of the Committee may include the proposals to the agenda of a meeting or convene an extraordinary meeting of the Committee.

7.8. Extraordinary meetings of the Committee are held:

- 1) in accordance with the notification received from the Corporate Secretary of the Company about the meeting of the Board of Directors of the Company, the agenda of which includes the item referred by the Provision to the competence of the Committee;
- 2) at the initiative of the Chair of the Committee;
- 3) by decision of the Board of Directors of the Company or by decision of the Committee;
- 4) at the request of the Chairman of the Board of Directors of the Company, a member of the Committee, the Audit Commission and/or the external Auditor of the Company.

7.9. The request of the Chairman of the Board of Directors of the Company, a member of the Committee, the Audit Commission and/or the external Auditor of the Company to convene a meeting of the Committee shall be sent to the Chairman of the Committee in writing no later than 7 (seven) business days before the date of the meeting and should contain the wording of the item proposed for consideration, the rationale for the need to consider it, the draft decision of the Committee, as well as supporting materials and other information necessary for making a decision.

The request to convene a meeting of the Committee must be signed by the person who sent the request (the request of the Audit Commission to convene a meeting of the Committee is signed by the Chairman of the Audit Commission, the request of the Auditor of the Company is signed by an authorized person of the Auditor). At the same time, a copy of the request to convene a meeting of the Committee with all attachments shall be sent to the Secretary of the Committee.

7.10. Within 1 (one) business day from the date of receipt of the request to convene an extraordinary meeting, the Chairman of the Committee decides to hold an extraordinary meeting of the Committee, determines the date, time and place of the meeting of the Committee (date and time of expiration of the deadline for absentee voting), or decides to refuse to convene an extraordinary meeting of the Committee. A reasoned decision to refuse to convene an extraordinary meeting of the Committee shall be sent to the person or body of the Company that asks to convene such a meeting no later than the next day from the date the Chairman of the Committee decided to refuse to convene the meeting.

7.11. The decision of the Chairman of the Committee on the refusal to convene an extraordinary meeting of the Committee may be taken in the following cases:

- 1) the item proposed for inclusion to the agenda of the Committee meeting does not fall within the competence of the Committee provided for in the Provision;
- 2) the item contained in the request to convene an extraordinary meeting of the Committee is already included in the agenda of the next meeting convened in accordance with the decision of the Chairman of the Committee adopted before the receipt of the above request;
- 3) the format, the procedure, and deadlines for submitting a request for convening a meeting stipulated by clause 7.9 of the Provision are not followed to.

7.12. The Chairman of the Committee may include the items contained in the request to convene an extraordinary meeting of the Committee on the agenda of the next scheduled meeting of the Committee.

7.13. Meetings of the Committee may be held in the format of the joint attendance of members of the Committee (in person) or in the format of absentee voting on items on the agenda of the meeting (in absentia).

Meetings of the Committee may be held using a specialized automated information system designed to hold meetings of the Committee of the Company, including sending out notifications, materials (information) on agenda items, voting by members of the Committee of the Company and summing up the results of the voting (hereinafter - the automated information system).

By the decision of the Chairman of the Committee of the Company, members of the Committee who are absent from the venue of the meeting of the Committee may be given the opportunity to participate in the discussion of agenda items and vote remotely through conference and video conferencing.

7.14. The notification about the meeting of the Committee shall contain the agenda of the meeting, the format of the meeting, the date, place and time of the meeting (date and time of receipt of the questionnaires for voting on the agenda items of the meeting). The notification about the meeting is drawn up by the Secretary of the Committee and signed by the Chairman of the Committee or the Deputy Chairman of the Committee in cases provided for by this Provision. Notification about the meeting shall be sent to members of the Committee and persons invited to participate in the in-person meeting of the Committee, no later than 5 (five) business days before the date of the meeting of the Committee (the deadline for receiving questionnaires in absentia meetings).



7.15. Materials and information on agenda items are sent to the Committee members and persons invited to participate in the in-person meeting of the Committee, no later than 3 (three) business days before the date of the meeting (the deadline for the receipt of questionnaires in absentia).

Materials on the items on the agenda of the Committee meeting must necessarily include draft decisions on these items. The preparation of draft decisions is organized by the Chairman of the Committee, with the exception of cases when the Committee considers items at the request of the persons specified in clause 7.9 of the Provision.

Persons invited to participate in the in-person meeting of the Committee are sent materials on those issues on the agenda of the Committee meeting, in the discussion of which their participation is expected.

7.16. Notification on the meeting of the Committee and materials (information) on agenda items may be provided (sent) to members of the Committee and persons invited to participate in the in-person meeting of the Committee, in person, by fax, e-mail or through an automated information system.

7.17. In the event the items submitted to the meeting of the Committee are urgent, the timing for the convening of the meeting and the sending of materials on the agenda items of such a meeting may be reduced by the decision of the Chairman of the Committee.

7.18. Upon receipt of a notification from the Corporate Secretary of the Company about a meeting of the Board of Directors of the Company, the agenda of which contains items referred by the Provision to the competence of the Committee, the Chairman of the Committee must take all measures to ensure timely holding of meetings of the Committee to draft recommendations (decisions) on these items on the agenda of the meeting of the Board Directors of the Company and their sending to the Board of Directors of the Company.

7.19. Upon receipt of a notification from the Corporate Secretary of the Company about a meeting of the Board of Directors of the Company, the agenda of which contains items referred by the Provision to the competence of the Committee and subject to preliminary consideration by the Management Board of the Company in accordance with the Provision on the Management Board of the Company, a meeting of the Committee on such items shall be held after their preliminary consideration at a meeting of the Management Board of the Company. In this case, the relevant decisions (recommendations) of the Management Board shall be submitted to the Committee members for the Committee meeting. In the absence of the indicated decisions (recommendations) of the Management Board of the Company, the decision for consideration of the items on the agenda by the Committee shall be taken by the Chairman of the Committee.

7.20. Decisions at the meetings of the Committee are taken by a simple majority vote of the elected members of the Committee.

7.21. When making decisions on the items of the agenda of the meeting, each member of the Committee has one vote. In the event of a tie, the vote of the Chairman of the Committee is decisive.

Transfer of a vote by one member of the Committee to another member of the Committee or to another person is not allowed.

7.22. Not later than 2 (two) business days after the meeting of the Committee, the Secretary of the Committee draws up the minutes of the meeting.

7.23. The minutes of the meeting of the Committee shall be signed by the Chairperson of the meeting and the Secretary of the Committee. The Minutes shall be drawn up in two original copies, one of which shall be sent by the Secretary of the Committee to the Board of Directors of the Company within 1 (one) business day after signing, together with the attachment of materials and recommendations prepared for it, and the other shall remain in the Committee's archives. Copies of the minutes, prepared materials and recommendations shall be sent to all members of the Committee.

7.24. The Chairman and the Secretary of the Committee are responsible for the accuracy of the Minutes. The Secretary of the Committee is responsible for keeping the Minutes, questionnaires, materials and recommendations of the Committee.

7.25. The Minutes of the Committee shall include:

format of the meeting;

date, place and time of the meeting (date and time of receipt of questionnaires);

a list of members of the Committee who took part in the consideration of the agenda items indicating the format of voting (in-person, or by sending a questionnaire, or by voting in an automated information system), as well as a list of other persons present at the in-person meeting;

agenda;  
proposals by members of the Committee on agenda items;  
items put to a vote, results of voting on them, indicating the nature of the voting of each member of the Committee;  
decisions made.

7.26. At the request of a member of the Committee, a summary of his/her opinion on the items on the agenda of the Committee meeting may be attached to the Minutes. Such an opinion is prepared by a member of the Committee and transmitted to the Chairman of the Committee and the Secretary of the Committee.

## **8. SPECIFICS OF IN-PERSON MEETINGS OF THE COMMITTEE.**

8.1. An in-person meeting of the Committee shall be opened by the Chairman of the Committee who chairs the meeting, or, in his absence, by the Deputy Chairman of the Committee.

8.2. Members of the Committee as well as persons invited to participate in the in-person meeting of the Committee.

8.3. The Secretary of the Committee determines whether there is a quorum for an in-person meeting of the Committee.

The chairperson of the in-person meeting informs those present if there is a quorum for holding a meeting of the Committee and announces the agenda of the meeting.

8.4. If there is no quorum, the meeting shall be deemed unauthorized. In this case, the Chairman of the meeting takes one of the following decisions:

1) through consultation with the persons present at the meeting, determines the time of the postponement of the beginning of the meeting;

2) determines the date of the second meeting with the same agenda;

3) includes items that should be considered at the failed Committee meeting on the agenda of the next scheduled Committee meeting.

8.5. An in-person meeting of the Committee is authorized (has a quorum) if at least half of the number of the elected members of the Committee are present at the meeting.

8.6. When determining the results of voting on items included in the agenda of the in-person meeting of the Committee, written opinions of members of the Committee who are absent from the meeting, drawn up and received in the manner prescribed by this Provision, shall be taken into account.

8.7. Written opinions of the members of the Committee who are absent at the in-person meeting of the Committee shall be drawn up by filling out a questionnaire for voting on agenda items.

8.8. On the day of the in-person meeting of the Committee, the Secretary of the Committee, based on the discussion of the items on the agenda and voting of the members of the Committee present at the meeting, draws up a questionnaire, in accordance with Appendix 1 to the Provision, signed by the Chairman of the Committee, and sends it in the original, by e-mail, fax or by an automated information system to the members of the Committee who were absent from the meeting.

8.9. When filling out the questionnaire by a member of the Committee on each of the items put to a vote, only one of the possible voting options ("for", "against", "abstained") should be left out.

The completed questionnaire must be signed by a member of the Committee indicating his name and initials.

A completed and signed questionnaire must be submitted by a member of the Committee to the Secretary of the Committee no later than the day after the meeting of the Committee in the original, by e-mail or fax, followed by the sending of the original questionnaire to the address indicated in the questionnaire, or through an automated information system.

8.10. The questionnaire filled out in violation of the requirements specified in the first paragraph of clause 8.9 of the Provision is not taken into account when counting votes in respect of the relevant item.

An unsigned questionnaire, as well as a questionnaire submitted in violation of the deadlines specified in clause 8.9 of the Provision, shall be deemed invalid, shall not be taken into account when counting votes and determining the voting results.

8.11. Votes on the items on the agenda of the in-person meeting of the Committee are counted based on the results of voting by members of the Committee present at the in-person meeting,

questionnaires filled out and signed by members of the Committee received by the Secretary of the Committee on time, as well as the results of voting by members of the Committee through an automated information system. Votes are counted once the deadline for the receipt of the questionnaires is expired.

## **9. SPECIFICS OF ABSENTEE MEETINGS OF THE COMMITTEE.**

9.1. The decision to hold an absentee meeting of the Committee is taken by the Chairman of the Committee.

9.2. In order to conduct an absentee meeting of the Committee on the items on the agenda of an absentee meeting, members of the Committee are sent questionnaires for voting on items on the agenda of the meeting, drawn up in accordance with Appendix 2 to the Provision.

9.3. When filling out a questionnaire for absentee voting by a member of the Committee on each item put to a vote, only one of the possible voting options ("for", "against", "abstained") should be left out.

The completed questionnaire must be signed by a member of the Committee indicating his name and initials.

A completed and signed questionnaire must be submitted by a member of the Committee to the Secretary of the Committee no later than the date and time of receipt of the questionnaires indicated in the questionnaire, in the original, by e-mail or fax, followed by the sending of the original questionnaire to the address indicated in the questionnaire, or through an automated information system.

9.4. The questionnaire filled out in violation of the requirements specified in the first paragraph of clause 9.3 of the Provision is not taken into account when counting votes in respect of the relevant issue.

An unsigned questionnaire, as well as a questionnaire submitted in violation of the deadlines specified in clause 9.3 of the Provision, shall be deemed invalid, shall not participate in determining the quorum necessary for a decision to be taken by absentee voting, shall not be taken into account when counting votes and determining voting results.

9.5. An absentee meeting of the Committee is considered competent (has a quorum) if at least half of the elected members of the Committee took part in it.

9.6. Members of the Committee are considered to have taken part in an absentee meeting, whose questionnaires or information on the results of the voting through an automated information system were received by the Secretary of the Committee no later than the deadline for receiving the questionnaires.

## **10. OPERATION OF THE COMMITTEE**

10.1. To ensure the work of the Committee a separate item of expenses is provided in the expenditure part of the general budget of the Company. The expenses of the Committee include, in particular, the remuneration and compensation to the Chairman, members of the Committee and the Secretary of the Committee, the costs for recruiting third-party consultants (experts), the costs for the administrative staff and other expenses.

10.2. By decision of the Board of Directors of the Company, members of the Committee and the Secretary of the Committee may be paid remuneration and reimbursed for expenses related to the performance of their duties. The amount of such remuneration and compensation, the procedure and terms for the payment are established by a separate decision of the Board of Directors of the Company.

10.3. A proposal on the size of the Committee's budget (with disclosure of itemized information) is shaped at a meeting of the Committee and sent to the Board of Directors of the Company.

The draft budget of the Committee is accompanied by the opinion of the General Director of the Company on the possibility of financing the presented budget in the planned amounts as part of the economic activities of the Company in the relevant planning period.

10.4. In order to conduct meetings of the Committee, the General Director of the Company, at the request of the Chairman of the Committee, is obliged to provide the Committee with premises, to provide unhindered access to the persons listed in the attachment, as well as to take other measures to hold meetings of the Committee.

## **11. INTERACTION OF THE COMMITTEE WITH THE COMPANY'S BODIES AND OTHER PERSONS**

11.1. In the performance of its duties, the Committee maintains effective professional relations with management and control bodies, departments of the Company, other organizations and persons.

11.2. The Chairman and Secretary of the Committee are obliged to ensure informational, technical and coordinated interaction of the Committee with the Board of Directors, with managerial and control bodies, departments of the Company, as well as with other Committees of the Board of Directors of the Company.

11.3. Upon request signed by the Chairman of the Committee, the executive bodies of the Company are obliged to provide information and materials necessary for the members of the Committee to make decisions on items within the competence of the Committee.

The specified information and materials shall be submitted no later than 3 (three) business days from the date of receipt of the request unless a longer deadline is specified in the request.

In case of submission of incomplete or inaccurate information (materials), members of the Committee are may request additional information (materials).

11.4. The Chairman of the Committee shall submit recommendations (opinions) prepared (drafted) by the Committee to the Board of Directors of the Company, and also shall submit the copies of these recommendations (opinions) to the General Director of the Company.

## **12. CONFIDENTIALITY**

12.1. While serving as members of the Committee, as well as during one year after the end of the term of office in the Committee, persons who are (were) members of the Committee, the Secretary of the Committee and third parties recruited to the Committee are required to comply with confidentiality requirements regarding information received by them in connection with their activities in the Committee that is not publicly available. The definition of information that is not publicly available in relation to the activities of the Company and its composition is established by the decision of the authorized management body of the Company.

12.2. Members of the Committee, the Secretary of the Committee and third parties recruited to the Committee are entitled to receive the specified information subject to the conclusion of an agreement with the Company on the use of this information in the manner provided for by the internal documents of the Company.

12.3. All documents related to the activities of the Committee must be stored at the location of the Company in accordance with the procedure for storing documents established by the Company. The Secretary of the Committee is responsible for the storage of these documents.

**STRATEGY COMMITTEE OF THE BOARD OF DIRECTORS  
PJSC Moscow United Electric Grid Company**

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**QUESTIONNAIRE  
for voting on the agenda items of the in-person meeting  
of the Strategy Committee of the Board of Directors  
of Moscow United Electric Grid Company  
held on \_\_\_\_\_, 20\_\_**

**Item:**

1. \_\_\_\_\_

**Decision (made at the meeting):**

1. \_\_\_\_\_

**FOR**

**AGAINST**

**ABSTAINED**

*(leave your voting option uncrossed)*

**Item:**

2. \_\_\_\_\_

**Decision (made at the meeting):**

2. \_\_\_\_\_

**FOR**

**AGAINST**

**ABSTAINED**

*(leave your voting option uncrossed)*

A completed and signed questionnaire must be submitted by a member of the Committee to the Secretary of the Committee no later than \_\_\_\_\_ *(date, time)* in the original, either by e-mail \_\_\_\_\_, or by fax \_\_\_\_\_ with the subsequent sending of the original to the following address: \_\_\_\_\_.

The questionnaire can also be filled out through an automated information system on the Internet at the following address: \_\_\_\_\_<sup>1</sup>.

The questionnaire received by the Company upon the expiration of the deadline for receiving the questionnaire is deemed invalid and is not taken into account when counting votes and summarizing voting results.

**Member of the Strategy Committee of  
the Board of Directors of PJSC MOESK**

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Full Name)

**Chairman of the Strategy Committee of the Board of Directors of PJSC MOESK**

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Full Name)

**Without the signature of the Chairman and a member of the Committee of the Board of  
Directors the questionnaire is  
invalid**

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<sup>1</sup> Indicated in case a relevant automated information system operates throughout the Company.

**STRATEGY COMMITTEE OF THE BOARD OF DIRECTORS  
of PJSC Moscow United Electric Grid Company**

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**QUESTIONNAIRE**  
**for voting on the items on the agenda of the absentee meeting**  
**of the Strategy Committee of the Board of Directors**  
**of PJSC Moscow United Electric Grid Company**  
**held on \_\_\_\_\_, 20\_\_**

**Item:**

1. \_\_\_\_\_

**Decision:**

1. \_\_\_\_\_

**FOR**

**AGAINST**

**ABSTAINED**

*(leave your voting option uncrossed)*

**Item:**

2. \_\_\_\_\_

**Decision:**

2. \_\_\_\_\_

**FOR**

**AGAINST**

**ABSTAINED**

*(leave your voting option uncrossed)*

A completed and signed questionnaire must be submitted by a member of the Committee to the Secretary of the Committee no later than \_\_\_\_\_ *(date, time)* in the original, either by e-mail \_\_\_\_\_, or by fax \_\_\_\_\_ with the subsequent sending of the original to the following address: \_\_\_\_\_.

The questionnaire can also be filled out through an automated information system on the Internet at the following address: \_\_\_\_\_<sup>2</sup>.

The questionnaire received by the Company upon the expiration of the deadline for receiving the questionnaire is deemed invalid and is not taken into account when counting votes and summarizing voting results.

**Member of the Strategy Committee  
of the Board of Directors of PJSC MOESK**

\_\_\_\_\_/\_\_\_\_\_  
(Signature) (Full Name)

**Without the signature of a member of the Committee of the Board of Directors the  
questionnaire is  
invalid**

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<sup>2</sup> Indicated in case a relevant automated information system operates throughout the Company.